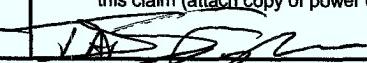


EXHIBIT C

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEVADA		PROOF OF CLAIM	
Name of Debtor USA Commercial Mortgage Company	Case Number 06-10725-LBR		
<p>NOTE See Reverse for List of Debtors and Case Numbers This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503</p>			
Name of Creditor and Address  STEPHEN TAD 120 E SOUTH AVENUE REDLANDS CA 92373		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court or BMC Group in this case <input type="checkbox"/> Check box if this address differs from the address on the envelope sent to you by the court	
Creditor Telephone Number (502) 942-9600 Last four digits of account or other number by which creditor identifies debtor 2920		IF YOU ARE ONLY OWED MONEY BY A BORROWER WHOSE LOAN IS BEING SERVICED BY THE DEBTORS YOU DO NOT HAVE TO FILE A PROOF OF CLAIM THIS INCLUDES MONEY FROM THAT BORROWER HELD IN THE COLLECTION ACCOUNT DO NOT FILE THIS PROOF OF CLAIM FOR A SECURED INTEREST IN A BORROWER THAT IS NOT ONE OF THE DEBTORS If you have already filed a proof of claim with the Bankruptcy Court or BMC you do not need to file again THIS SPACE IS FOR COURT USE ONLY	
		Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> or amends a previously filed claim dated _____ <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Unremitted principal <input type="checkbox"/> Wages salaries and compensation (fill out below) <input type="checkbox"/> Other claims against servicer (not for loan balances) Last four digits of your SS # _____ Unpaid compensation for services performed from _____ to _____ (date) (date)	
2 DATE DEBT WAS INCURRED		3 IF COURT JUDGMENT, DATE OBTAINED	
4 CLASSIFICATION OF CLAIM Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed See reverse side for important explanations			
UNSECURED NONPRIORITY CLAIM \$ <input type="checkbox"/> Check this box if a) there is no collateral or lien securing your claim or b) your claim exceeds the value of the property securing it or c) none or only part of your claim is entitled to priority		SECURED CLAIM <input checked="" type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff) Brief description of collateral <input checked="" type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral \$ _____ Amount of arrearage and other charges <u>at time case filed</u> included in secured claim if any \$ _____	
UNSECURED PRIORITY CLAIM <input type="checkbox"/> Check this box if you have an unsecured claim all or part of which is entitled to priority Amount entitled to priority \$ _____ Specify the priority of the claim <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B) <input type="checkbox"/> Wages salaries or commissions (up to \$10 000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business whichever is earlier 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5)		<input type="checkbox"/> Up to \$2 225* of deposits toward purchase lease or rental of property or services for personal family or household use - 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a) (_____) *Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment	
5 TOTAL AMOUNT OF CLAIM \$ AT TIME CASE FILED \$ <u>54,423.61</u> \$ _____		\$ <u>54,423.61</u> (Total) (unsecured) (secured) (priority)	
<input checked="" type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges			
6 CREDITS The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim			
7 SUPPORTING DOCUMENTS <i>Attach copies of supporting documents</i> , such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary			
8 DATE-STAMPED COPY To receive an acknowledgment of the filing of your claim enclose a stamped self-addressed envelope and copy of this proof of claim			
The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is actually received on or before 5:00 pm, prevailing Pacific time, on November 13, 2006 for each person or entity (including individuals, partnerships, corporations, joint ventures, trusts and governmental units) BY MAIL TO BMC Group Attn USACM Claims Docketing Center P O Box 911 El Segundo CA 90245-0911			THIS SPACE FOR COURT USE ONLY
DATE <u>11/6/06</u>		SIGN and print the name and title if any of the creditor or other person authorized to file this claim (attach copy of power of attorney if any)	
		USA CMC  102501134	

FILED NOV 08 2006

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEVADA		PROOF OF CLAIM													
Name of Debtor: USA Commercial Mortgage Company		Case Number: 06-10725-LBR													
<p>NOTE: See Reverse for List of Debtors and Case Numbers. This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</p>															
Name of Creditor and Address: TOM, STERLING 213 Royal Aberdeen Wy Las Vegas, NV 89114		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court or BMC Group in this case. <input type="checkbox"/> Check box if this address differs from the address on the envelope sent to you by the court.													
Creditor Telephone Number 702 256-9884		DO NOT FILE THIS PROOF OF CLAIM FOR A SECURED INTEREST IN A BORROWER THAT IS NOT ONE OF THE DEBTORS. If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.													
Last four digits of account or other number by which creditor identifies debtor: 4936, 4214 - FIESTA OAK VALLEY		Check here <input type="checkbox"/> if this claim replaces <input type="checkbox"/> or amends <input type="checkbox"/> a previously filed claim dated: _____													
1. BASIS FOR CLAIM <table style="margin-left: 20px; margin-top: 0;"> <tr> <td><input type="checkbox"/> Goods sold</td> <td><input type="checkbox"/> Personal injury/wrongful death</td> <td><input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a)</td> <td><input type="checkbox"/> Unremitted principal</td> </tr> <tr> <td><input type="checkbox"/> Services performed</td> <td><input type="checkbox"/> Taxes</td> <td><input type="checkbox"/> Wages, salaries, and compensation (fill out below)</td> <td><input type="checkbox"/> Other claims against servicer (not for loan balances)</td> </tr> <tr> <td><input checked="" type="checkbox"/> Money loaned</td> <td><input type="checkbox"/> Other (describe briefly)</td> <td>Last four digits of your SS #: _____ Unpaid compensation for services performed from: _____ to _____ (date) (date)</td> <td></td> </tr> </table>				<input type="checkbox"/> Goods sold	<input type="checkbox"/> Personal injury/wrongful death	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a)	<input type="checkbox"/> Unremitted principal	<input type="checkbox"/> Services performed	<input type="checkbox"/> Taxes	<input type="checkbox"/> Wages, salaries, and compensation (fill out below)	<input type="checkbox"/> Other claims against servicer (not for loan balances)	<input checked="" type="checkbox"/> Money loaned	<input type="checkbox"/> Other (describe briefly)	Last four digits of your SS #: _____ Unpaid compensation for services performed from: _____ to _____ (date) (date)	
<input type="checkbox"/> Goods sold	<input type="checkbox"/> Personal injury/wrongful death	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a)	<input type="checkbox"/> Unremitted principal												
<input type="checkbox"/> Services performed	<input type="checkbox"/> Taxes	<input type="checkbox"/> Wages, salaries, and compensation (fill out below)	<input type="checkbox"/> Other claims against servicer (not for loan balances)												
<input checked="" type="checkbox"/> Money loaned	<input type="checkbox"/> Other (describe briefly)	Last four digits of your SS #: _____ Unpaid compensation for services performed from: _____ to _____ (date) (date)													
2. DATE DEBT WAS INCURRED: _____ 3. IF COURT JUDGMENT, DATE OBTAINED: _____															
4. CLASSIFICATION OF CLAIM: Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations.															
UNSECURED NONPRIORITY CLAIM \$ <input type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or c) none or only part of your claim is entitled to priority.															
UNSECURED PRIORITY CLAIM <input type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority. Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B) <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)*, earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).															
SECURED CLAIM <input checked="" type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief description of collateral: <input checked="" type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: \$ UNKNOWN Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____															
<input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use -11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(e) (____).															
<small>* Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>															
5. TOTAL AMOUNT OF CLAIM \$ AT TIME CASE FILED:		\$ 50,000 (unsecured)	\$ 50,000 (secured)												
		\$ 50,000 (priority)	\$ 50,000 (Total)												
<input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.															
6. CREDITS: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.															
7. SUPPORTING DOCUMENTS: <u>Attach copies of supporting documents</u> , such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.															
8. DATE-STAMPED COPY: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.															
The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is actually received on or before 5:00 pm, prevailing Pacific time, on November 13, 2006 for each person or entity (including individuals, partnerships, corporations, joint ventures, trusts and governmental units).			THIS SPACE FOR COURT USE ONLY												
BY MAIL TO: BMC Group Attn: USACM Claims Docketing Center P. O. Box 911 El Segundo, CA 90245-0911		BY HAND OR OVERNIGHT DELIVERY TO: BMC Group Attn: USACM Claims Docketing Center 1330 East Franklin Avenue El Segundo, CA 90245													
DATE	SIGN and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):														
10/26/06	STERLING, TOM <i>Tom Sterling</i>														

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEVADA	PROOF OF CLAIM												
Name of Debtor: <i>USA Commercial mortgage Company</i>	Case Number: <i>06-10725-LBR</i>												
<small>NOTE: See Reverse for List of Debtors and Case Numbers. This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</small>													
Name of Creditor and Address: <i>TOM, STERLING 213 Royal Aberdeen Wy Las Vegas, NV 89144</i>													
<small><input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.</small> <small><input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court or BMC Group in this case.</small> <small><input type="checkbox"/> Check box if this address differs from the address on the envelope sent to you by the court.</small>													
<small>DO NOT FILE THIS PROOF OF CLAIM FOR A SECURED INTEREST IN A BORROWER THAT IS NOT ONE OF THE DEBTORS.</small> <small>If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.</small> THIS SPACE IS FOR COURT USE ONLY													
<small>Creditor Telephone Number <i>(702) 756-9884</i></small> <small>Last four digits of account or other number by which creditor identifies debtor: <i>4936,4214 - FIESTA OAK VALLEY</i></small>													
<small><input type="checkbox"/> replaces if this claim <input type="checkbox"/> or <input type="checkbox"/> amends a previously filed claim dated: _____</small>													
1. BASIS FOR CLAIM: <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;"><input type="checkbox"/> Goods sold</td> <td style="width: 33%;"><input type="checkbox"/> Personal injury/wrongful death</td> <td style="width: 33%;"><input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a)</td> <td style="width: 33%;"><input type="checkbox"/> Unremitted principal</td> </tr> <tr> <td><input type="checkbox"/> Services performed</td> <td><input type="checkbox"/> Taxes</td> <td><input type="checkbox"/> Wages, salaries, and compensation (fill out below)</td> <td><input type="checkbox"/> Other claims against servicer (not for loan balances)</td> </tr> <tr> <td><input checked="" type="checkbox"/> Money loaned</td> <td><input type="checkbox"/> Other (describe briefly) _____</td> <td>Last four digits of your SS #: _____ Unpaid compensation for services performed from: _____ to _____ (date) (date)</td> <td></td> </tr> </table>		<input type="checkbox"/> Goods sold	<input type="checkbox"/> Personal injury/wrongful death	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a)	<input type="checkbox"/> Unremitted principal	<input type="checkbox"/> Services performed	<input type="checkbox"/> Taxes	<input type="checkbox"/> Wages, salaries, and compensation (fill out below)	<input type="checkbox"/> Other claims against servicer (not for loan balances)	<input checked="" type="checkbox"/> Money loaned	<input type="checkbox"/> Other (describe briefly) _____	Last four digits of your SS #: _____ Unpaid compensation for services performed from: _____ to _____ (date) (date)	
<input type="checkbox"/> Goods sold	<input type="checkbox"/> Personal injury/wrongful death	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a)	<input type="checkbox"/> Unremitted principal										
<input type="checkbox"/> Services performed	<input type="checkbox"/> Taxes	<input type="checkbox"/> Wages, salaries, and compensation (fill out below)	<input type="checkbox"/> Other claims against servicer (not for loan balances)										
<input checked="" type="checkbox"/> Money loaned	<input type="checkbox"/> Other (describe briefly) _____	Last four digits of your SS #: _____ Unpaid compensation for services performed from: _____ to _____ (date) (date)											
2. DATE DEBT WAS INCURRED: 3. IF COURT JUDGMENT, DATE OBTAINED:													
4. CLASSIFICATION OF CLAIM: Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. <small>See reverse side for important explanations.</small>													
UNSECURED NONPRIORITY CLAIM \$													
<input type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or c) none or only part of your claim is entitled to priority.													
UNSECURED PRIORITY CLAIM													
<input type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority. <small>Amount entitled to priority \$ _____</small> <small>Specify the priority of the claim:</small>													
<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B) <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)*, earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).													
<input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use -11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a) (____).													
<small>* Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>													
5. TOTAL AMOUNT OF CLAIM \$ <i>\$ 50,000</i> \$ <i>\$ 50,000</i> \$ <i>\$ 50,000</i> <small>AT TIME CASE FILED: (unsecured) (secured) (priority) (Total)</small>													
<input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.													
6. CREDITS: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.													
7. SUPPORTING DOCUMENTS: <i>Attach copies of supporting documents</i> , such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.													
8. DATE-STAMPED COPY: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.													
<small>The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is actually received on or before 5:00 pm, prevailing Pacific time, on November 13, 2006 for each person or entity (including individuals, partnerships, corporations, joint ventures, trusts and governmental units).</small>													
<small>BY MAIL TO: BMC Group Attn: USACM Claims Docketing Center P. O. Box 911 El Segundo, CA 90245-0911 </small>													
<small>BY HAND OR OVERNIGHT DELIVERY TO: BMC Group Attn: USACM Claims Docketing Center 1330 East Franklin Avenue El Segundo, CA 90245 </small>													
DATE <i>10/26/06</i>	SIGN and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): <i>Sterling Tom</i> <i>STERLING, TOM</i>												
<small>Penalty for presenting fraudulent claim is a fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 AND 3571</small>													
THIS SPACE FOR COURT USE ONLY													

Name of Debtor: USA COMMERCIAL MORTGAGE CO.
 USA CAPITAL REALTY ADVISORS LLC
 USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC
 USA CAPITAL FIRST TRUST DEED FUND, LLC
 USA SECURITIES, LLC

Case Number: 06-10725 (LBR)
 06-10726 (LBR)
 06-10727 (LBR)
 06-10728 (LBR)
 06-10729 (LBR)

NOTE: See Reverse for List of Debtors and Case Numbers.

This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name of Creditor and Address:

11321241000418

STOEBLING FAMILY TRUST 075400958
 C/O DAVID STOEBLING TRUSTEE
 3568 E RUSSELL RD STE D
 LAS VEGAS NV 89120-2234

Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

Check box if you have never received any notices from the bankruptcy court or BMC Group in this case.

Check box if this address differs from the address on the envelope sent to you by the court.

DO NOT FILE THIS PROOF OF CLAIM FOR A SECURED INTEREST IN A BORROWER THAT IS NOT ONE OF THE DEBTORS.

If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

THIS SPACE IS FOR COURT USE ONLY

Creditor Telephone Number (702) 434 - 9800

Last four digits of account or other number by which creditor identifies debtor:

Check here replaces _____
 if this claim or _____
 amends _____

1. BASIS FOR CLAIM

- Goods sold Personal injury/wrongful death
- Services performed Taxes
- Money loaned Other (describe briefly) _____

Retiree benefits as defined in 11 U.S.C. § 1114(a)

Unremitted principal

Wages, salaries, and compensation (fill out below)

Other claims against servicer (not for loan balances)

Last four digits of your SS #: 0958

Unpaid compensation for services performed from: _____ to _____

(date) (date)

2. DATE DEBT WAS INCURRED:

3. IF COURT JUDGMENT, DATE OBTAINED:

4. CLASSIFICATION OF CLAIM. Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed.

See reverse side for important explanations.

UNSECURED NONPRIORITY CLAIM \$

- Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.

SECURED CLAIM

- Check this box if your claim is secured by collateral (including a right of setoff).

Brief description of collateral:

- Real Estate Motor Vehicle Other _____

Value of Collateral: \$ _____

Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ 50,000.00 + interest

UNSECURED PRIORITY CLAIM

- Check this box if you have an unsecured claim, all or part of which is entitled to priority.

Amount entitled to priority \$ _____

Specify the priority of the claim:

- Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B)
- Wages, salaries, or commissions (up to \$10,000)*, earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).
- Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).

Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7).

Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).

Other - Specify applicable paragraph of 11 U.S.C. § 507(a) (____).

* Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

5. TOTAL AMOUNT OF CLAIM \$

AT TIME CASE FILED: \$ 50,000.00 \$ 50,000.00 \$ 50,000.00 + interest

(unsecured) (secured) (priority) (Total)

Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

6. CREDITS: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

7. SUPPORTING DOCUMENTS: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.

8. DATE-STAMPED COPY: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is actually received on or before 5:00 pm, prevailing Pacific time, on November 13, 2006 for each person or entity (including individuals, partnerships, corporations, joint ventures, trusts and governmental units).

THIS SPACE FOR COURT USE ONLY

USA CMC

1072500945

BY HAND OR OVERNIGHT DELIVERY TO:

BMC Group

Attn: USACM Claims Docketing Center

1330 East Franklin Avenue

EI Segundo, CA 90245

DATE SIGN and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):

10-31-06

David Stoebling, Trustee

FILED NOV 02 2006

PROOF OF CLAIM

Name of Debtor

USA Commercial Mortgage Company

Case Number:

06-10725-LBR

NOTE See Reverse for List of Debtors and Case Numbers.

This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name of Creditor and Address:

11321242037466

MONTESANT, RONALD TTEC
5121 BIG RIVER AVENUE
LAS VEGAS NV 89130

The Underpass TRUST

Creditor Telephone Number () 702 655 7924

Last four digits of account or other number by which creditor identifies debtor

9804

Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars

Check box if you have never received any notices from the bankruptcy court or BMC Group in this case

Check box if this address differs from the address on the envelope sent to you by the court.

IF YOU ARE ONLY OWED MONEY BY A BORROWER WHOSE LOAN IS BEING SERVICED BY THE DEBTORS YOU DO NOT HAVE TO FILE A PROOF OF CLAIM. THIS INCLUDES MONEY FROM THAT BORROWER HELD IN THE COLLECTION ACCOUNT

DO NOT FILE THIS PROOF OF CLAIM FOR A SECURED INTEREST IN A BORROWER THAT IS NOT ONE OF THE DEBTORS.

If you have already filed a proof of claim with the Bankruptcy Court or BMC you do not need to file again
THIS SPACE IS FOR COURT USE ONLY

1 BASIS FOR CLAIM

- | | |
|--|---|
| <input type="checkbox"/> Goods sold | <input type="checkbox"/> Personal injury/wrongful death |
| <input type="checkbox"/> Services performed | <input type="checkbox"/> Taxes |
| <input checked="" type="checkbox"/> Money loaned | <input type="checkbox"/> Other (describe briefly) |

Retiree benefits as defined in 11 U.S.C. § 1114(a)

Unremitted principal

Wages, salaries and compensation (fill out below)

Other claims against servicer (not for loan balances)

Last four digits of your SS # _____

Unpaid compensation for services performed from _____ to _____

(date) (date)

2. DATE DEBT WAS INCURRED 6-15-2004**3. IF COURT JUDGMENT, DATE OBTAINED**

4 CLASSIFICATION OF CLAIM. Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed
See reverse side for important explanations

UNSECURED NONPRIORITY CLAIM \$

- Check this box if a) there is no collateral or lien securing your claim or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority

SECURED CLAIM

- Check this box if your claim is secured by collateral (including a right of setoff)

Brief description of collateral

Real Estate Motor Vehicle Other _____

Value of Collateral \$ _____

Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____

UNSECURED PRIORITY CLAIM

- Check this box if you have an unsecured claim all or part of which is entitled to priority

Amount entitled to priority \$ _____

Specify the priority of the claim

- Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B)
 Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business whichever is earlier - 11 U.S.C. § 507(a)(4)
 Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5)

Up to \$2,225* of deposits toward purchase, lease or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7)

Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8)

Other - Specify applicable paragraph of 11 U.S.C. § 507(a) (____)

*Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

5 TOTAL AMOUNT OF CLAIM \$

AT TIME CASE FILED

(unsecured)

\$

50,000

\$

00

\$

\$

(Total)

(secured)

(priority)

Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges

6. CREDITS The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim

7 SUPPORTING DOCUMENTS: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS If the documents are not available, explain. If the documents are voluminous, attach a summary

8 DATE-STAMPED COPY To receive an acknowledgment of the filing of your claim, enclose a stamped self-addressed envelope and copy of this proof of claim

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is actually received on or before 5:00 pm, prevailing Pacific time, on November 13, 2006 for each person or entity (including individuals, partnerships, corporations, joint ventures, trusts and governmental units).

BY MAIL TO
BMC Group
Attn USACM Claims Docketing Center
P O Box 911
El Segundo CA 90245-0911

BY HAND OR OVERNIGHT DELIVERY TO:
BMC Group
Attn USACM Claims Docketing Center
1330 East Franklin Avenue
El Segundo CA 90245

THIS SPACE FOR COURT USE ONLY

FILED OCT 02 2006

DATE

9-28-06

SIGN and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney if any)

Ronald K. Montesant TTEC

Penalty for presenting fraudulent claim is a fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 AND 2571

USA CMC
1072500374

PROOF OF CLAIM	
Name of Debtor <i>USA Commercial Mortgage Company</i>	Case Number <i>06-10725-LBR</i>
NOTE See Reverse for List of Debtors and Case Numbers This form should not be used to make a claim for an administrative expense answering after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503	
Name of Creditor and Address <i>Gregory D Yonai Family Trust</i> <i>Gregory D Yonai Trustee</i> <i>1982 Country Cove Ct</i> <i>LV NV 89135-1552</i>	
Creditor Telephone Number <i>(702) 233-1444</i>	
Last four digits of account or other number by which creditor identifies debtor <i>1978</i>	
<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court or BMC Group in this case <input type="checkbox"/> Check box if this address differs from the address on the envelope sent to you by the court	
DO NOT FILE THIS PROOF OF CLAIM FOR A SECURED INTEREST IN A BORROWER THAT IS NOT ONE OF THE DEBTORS If you have already filed a proof of claim with the Bankruptcy Court or BMC you do not need to file again THIS SPACE IS FOR COURT USE ONLY	
<input type="checkbox"/> Check here if this claim replaces a previously filed claim dated _____ <input type="checkbox"/> or amends _____	
1 BASIS FOR CLAIM <input type="checkbox"/> Goods sold <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input checked="" type="checkbox"/> Unremitted principal <input type="checkbox"/> Services performed <input type="checkbox"/> Taxes <input type="checkbox"/> Wages salaries and compensation (fill out below) <input type="checkbox"/> Other claims against servicer (not for loan balances) <input checked="" type="checkbox"/> Money loaned <input type="checkbox"/> Other (describe briefly) Last four digits of your SS # _____ Unpaid compensation for services performed from _____ to _____ (date) (date)	
2 DATE DEBT WAS INCURRED <i>5-17-2004</i> 3 IF COURT JUDGMENT, DATE OBTAINED	
4 CLASSIFICATION OF CLAIM Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed See reverse side for important explanations	
UNSECURED NONPRIORITY CLAIM \$ <input type="checkbox"/> Check this box if a) there is no collateral or lien securing your claim or b) your claim exceeds the value of the property securing it or c) none or only part of your claim is entitled to priority	
UNSECURED PRIORITY CLAIM <input type="checkbox"/> Check this box if you have an unsecured claim all or part of which is entitled to priority Amount entitled to priority \$ _____ Specify the priority of the claim <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B) <input type="checkbox"/> Wages salaries or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business whichever is earlier 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Contributions to an employee benefit plan 11 U.S.C. § 507(a)(5)	
SECURED CLAIM <input checked="" type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff) Brief description of collateral <i>1540 ACRES - CALIMESA - CA</i> <input checked="" type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Value of Collateral \$ <i>20,500.00</i> Amount of arrearage and other charges at time case filed included in secured claim if any \$ <i>2500.00</i>	
<input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease or rental of property or services for personal, family or household use 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other Specify applicable paragraph of 11 U.S.C. § 507(a) (_____) * Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment	
5 TOTAL AMOUNT OF CLAIM \$ <i>55,500.00</i> \$ <i>55,500.00</i> AT TIME CASE FILED (unsecured) (secured) (priority) (Total)	
<input checked="" type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges	
6 CREDITS The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim 7 SUPPORTING DOCUMENTS <u>Attach copies of supporting documents</u> , such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary	
8 DATE-STAMPED COPY To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim	
The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is actually received on or before 5:00 pm prevailing Pacific time on November 13, 2006 for each person or entity (including individuals, partnerships, corporations, joint ventures, trusts and governmental units)	
BY MAIL TO BMC Group Attn: USACM Claims Docketing Center P.O. Box 911 El Segundo, CA 90245-0911	
BY HAND OR OVERNIGHT DELIVERY TO BMC Group Attn: USACM Claims Docketing Center 1330 East Franklin Avenue El Segundo, CA 90245	
DATE <i>10/23/2006</i>	SIGN and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any) <i>Gregory D Yonai Gregory D Yonai Family Trust</i>
THIS SPACE FOR COURT USE ONLY  1072501002	
USA CMC	

Penalty for presenting fraudulent claim is a fine of up to \$500,000 or imprisonment for up to 5 years or both 18 U.S.C. §§ 152 AND 3571

PROOF OF CLAIM

Name of Debtor

USA Commercial mortgage
company

Case Number

06-10725-LBR

FILED JAN 13 2007

NOTE See Reverse for List of Debtors and Case Numbers

This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U S C § 503.

Name of Creditor and Address

11321241003571

JUDY S YOUNG
13825 VIRGINIA Foothills DR
RENO NV 89521-7394 Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars Check box if you have never received any notices from the bankruptcy court or BMC Group in this case Check box if this address differs from the address on the envelope sent to you by the court

DO NOT FILE THIS PROOF OF CLAIM FOR A SECURED INTEREST IN A BORROWER THAT IS NOT ONE OF THE DEBTORS

If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again

THIS SPACE IS FOR COURT USE ONLY

Creditor Telephone Number (775) 852-1110

Last four digits of account or other number by which creditor identifies debtor:

Check here replaces ~~7/18/06~~
 amends

a previously filed claim dated 12/18/06

1 BASIS FOR CLAIM

- Goods sold Personal injury/wrongful death
 Services performed Taxes
 Money loaned Other (describe briefly)
See Exhibit A

 Retiree benefits as defined in 11 U S C § 1114(a) Unremitted principal Wages, salaries, and compensation (fill out below) Other claims against servicer
(not for loan balances)

Last four digits of your SS # _____

Unpaid compensation for services performed from _____ to _____

(date) (date)

2 DATE DEBT WAS INCURRED

6/15/2004

3 IF COURT JUDGMENT, DATE OBTAINED**4 CLASSIFICATION OF CLAIM** Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed

See reverse side for important explanations

UNSECURED NONPRIORITY CLAIM \$ 101,552.77

- Check this box if a) there is no collateral or lien securing your claim or b) your claim exceeds the value of the property securing it, or c) none or only part of your claim is entitled to priority

SECURED CLAIM

- Check this box if your claim is secured by collateral (including a right of setoff)

Brief description of collateral

 Real Estate Motor Vehicle Other _____Value of Collateral \$ unknownAmount of arrearage and other charges at time case filed included in secured claim, if any \$ 1,522.77 Up to \$2 225* of deposits toward purchase lease, or rental of property or services for personal family or household use -11 U S C § 507(a)(7) Taxes or penalties owed to governmental units - 11 U S C § 507(a)(8) Other - Specify applicable paragraph of 11 U S C § 507(a) (____)

* Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment

5 TOTAL AMOUNT OF CLAIM \$ 101,552.77

AT TIME CASE FILED

(unsecured)

\$ 101,552.77

(secured)

\$ 101,552.77

(Total)

- Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges

6 CREDITS The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim**7 SUPPORTING DOCUMENTS** Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS If the documents are not available, explain. If the documents are voluminous, attach a summary**8 DATE-STAMPED COPY** To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is actually received on or before 5:00 pm, prevailing Pacific time, on November 13, 2006 for each person or entity (including individuals, partnerships, corporations, joint ventures, trusts and governmental units)

BY MAIL TO
BMC GroupAttn USACM Claims Docketing Center
P O Box 911
El Segundo, CA 90245-0911

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EIN EIN 1AN 13 2007

BY HAND OR OVERNIGHT DELIVERY TO

BMC Group
Attn USACM Claims Docketing Center
1330 East Franklin Avenue
El Segundo, CA 90245

DATE

SIGN and print the name and title if any of the creditor or other person authorized to file this claim (attach copy of power of attorney if any)

1/12/2007

Judy S. Young

USA CMC



1072502324

Claim	Date Claim was Filed	Name	Address	Total Claim Amount	Approximate Amount Subject to Objection Because it Relates to an Investment In The Fiesta Oak Valley Loan
10725-02444	4/10/2007	Acosta, Ruth	2546 General Armistead Ave Norristown, PA 19403	2,718.99	Unknown
10725-01903	1/9/2007	AIG Limited A Nevada Limited Partnership	9904 Villa Granito Ln Granite Bay, CA 95746-6481	813,297.52	50,000.00
10725-01177	11/10/2006	Arthur E & Thelma Kebble Family Trust DTD 5/19/95	C/O Arthur E & Thelma M Kebble Ttees 9512 Salem Hills Ct Las Vegas, NV 89134-7883	327,563.97	70,854.19
10725-00089	8/6/2006	Augustine Tuffanelli Family Trust	C/O Thomas R Brooksbank 201 W Liberty Street Suite 1, Box 3479 Reno, NV 89501	250,000.00	50,000.00
10725-01626	12/8/2006	Aylene Geringer & Mark Zipkin	420 Weiby Avenue Silverton, OR 97381	20,425.79	8,501.85
10725-01437	11/14/2006	Clawiter Associates Llc	1620 Colchester St Danville, CA 94506	225,000.00	50,000.00
10725-02190	1/12/2007	Colborn Revocable Living Trust DTD 8/6/90	Larry E & Loretta A Colborn Ttees 1127 Broken Wagon Trail Dewey, AZ 86327	488,408.12	50,000.00
10725-00092	8/9/2006	Corison, James	1427 Kearney Street St. Helena, CA 94574	1,023,000.00	100,000.00
10725-01919	1/10/2007	Cynthia G Davis Living Trust	C/O Cynthia G Davis Trustee 2465 Telluride Dr Reno, NV 89511-9155	202,986.12	50,000.00
10725-01892	1/8/2007	Dalton Trust DTD 1/7/94	C/O Bert A Stevenson Trustee 500 N Estrella Pkwy. Ste B2 405 Goodyear, AZ 85338-4135	Unknown	Unknown

EXHIBIT A

2456903.1

Claim	Date Claim was Filed	Name	Address	Total Claim Amount	Approximate Amount Subject to Objection Because it Relates to an Investment In The Fiesta Oak Valley Loan
10725-02030	1/11/2007	Daniel D Newman Trust DTD 11/1/92	C/O Daniel D Newman Trustee 125 Elysian Dr Sedona, AZ 86336	1,428,037.34	50,000.00
10725-02334	1/13/2007	Davis Family Trust	C/O Joseph Davis & Marion Sharp Co-Trustees 3100 Ashby Ave Las Vegas, NV 89102-1908	1,500,000.00	80,000.00
10725-00473	10/6/2006	Donald E & Jaylyle Redmon Family Trst DTD 10/31/95	Donald E & Jaylyle Redmon Tees 51 Sanlo LN Mountain Home, AR 72653-6333	161,662.50	50,541.67
10725-02368	1/16/2007	Downey, William	3637 Larch Ave Ste 3 South Tahoe, CA 96150	800,328.86	280,000.00
10725-02364	1/16/2007	Eric C Disbrow Md Inc Profit Sharing Plan	Eric C Disbrow Tee 3840 Fairway Dr Cameron Park, CA 95682	895,134.00	50,000.00
10725-01632	12/8/2006	Johnson JT Ten, Charles E & Janet P	17 Front St Palm Coast, FL 32137-1453	Unknown	Unknown
10725-00503	10/9/2006	Joyce, David	7465 Silver King Dr Sparks, NV 89436	125,000.00	75,000.00
10725-00976	11/3/2006	Leonard & Barbara Baker Revocable Trust	C/O Leonard & Barbara Baker Co-Trustees 6106 Ohio Drive Apt. 1410 Plano, TX 75024	140,000.00	50,000.00
10725-01178	11/3/2006	Leonard & Barbara Baker Revocable Trust	C/O Leonard & Barbara Baker Co-Trustees 6106 Ohio Drive Apt. 1410 Plano, TX 75024	140,000.00	Unknown
10725-00495	10/9/2006	Levy, Robert	2115 Bensley St Henderson, NV 89044	200,000.00	50,000.00

EXHIBIT A

2456903.1

Claim	Date Claim was Filed	Name	Address	Total Claim Amount	Approximate Amount Subject to Objection Because it Relates to an Investment In The Fiesta Oak Valley Loan
10725-02273	1/12/2007	Louise Teeter IRA Rollover	5301 Beethoven Street, Suite 160 Los Angeles, CA 90066	898,523.18	60,000.00
10725-01992	1/10/2007	Luongo HW JT, John M & Gloria	Wros Payable On Death To Stephanie Luongo 965 Leah Cir Reno, NV 89511	306,747.34	50,000.00
10725-02214	1/12/2007	Lynda L Pinnell Living Trust DTD 7/24/00	Lynda L Pinnell Ttee 9915 Saddleback Dr Lakeside, CA 92040	649,047.68	75,000.00
10725-02557	6/15/2007	Manning, Martin L	Po Box 426 Genoa, NV 89411-0426	75,000.00	50,000.00
10725-02202	1/10/2007	Marguerite Falkenborg 2000 Trust Dtd 6/20/00	C/O Marguerite Falkenborg Trustee 727 3rd Ave Chula Vista, CA 91910-5803	794,366.81	117,549.15
10725-01967	1/10/2007	Markwell Family Trust	Terry & Christiane Markwell TTEES 12765 Silver Wolf RD Reno, NV 89511	710,494.52	150,000.00
10725-02178	1/12/2007	Marshal Brecht Trust DTD 2/5/86	Marshall J & Janet L Brecht Trustees 640 Colonial Cir Fullerton, CA 92835	3,418,022.00	125,000.00
10725-02383	1/16/2007	Minter Family 1994 Trust	Douglas & Elizabeth F Minter Ttees 5389 Conte Dr Carson City, NV 89701	1,244,089.74	50,000.00
10725-01208	11/10/2006	Monighetti, Pete	6515 Frankie Ln Prunedale, CA 93907	1,509,963.55	100,000.00
10725-01208-2	11/10/2006	Monighetti, Pete	6515 Frankie Ln Prunedale, CA 93907	1,509,963.55	100,000.00

EXHIBIT A

2456903.1